

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

Law Offices of  
**CHAPMAN AND CUTLER**  
111 West Monroe Street, Chicago, Illinois 60603-4080  
TWX 910-221-2103 Telex 206281  
FAX (312) 701-2361  
Telephone (312) 845-3000

RECORDATION NO. ~~881-278~~ FILED  
DEC 13 '99 4:39 PM  
2 North Central Avenue  
Phoenix, Arizona 85004  
(602) 256-4060  
50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

December 12, 1999

RECORDATION NO. 22208-G, H, I, J FILED

DEC 13 '99 4:39 PM  
TS

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W. Room 704  
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Locomotive Financing  
BNSF 1999 A-3

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, an original copy of each of the documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The documents are as follows:

- (1) Termination of Memorandum of Lease Agreement (BNSF 1999 A-3), dated December 14, 1999, between TRAVERSE Verwaltungsgesellschaft mbH & Co. Vermietungs KG., as lessor (the "Lessor"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee");
- (2) Release of First Mortgage (BNSF 1999 A-3), dated December 14, 1999, between the Lessor, as mortgagor (the "Mortgagor"), the Lessee and First Security Bank, National Association, as security trustee (the "Security Trustee");
- (3) Termination of Trust Indenture and Security Agreement and Indenture Supplement No. 1 (BNSF 1999 A-3), dated December 14, 1999 between the Lessee and the Security Trustee;
- (4) Termination of Lessee Mortgage Agreement (BNSF 1999 A-3), dated December 14, 1999 between the Lessor and the Lessee; and
- (5) Termination of Memorandum of Lessor Security Agreement (BNSF 1999 A-3), dated December 14, 1999 between the Lessor, the Lessee and the Security Trustee.

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98/1491356

RELEASE OF FIRST MORTGAGE DEC 13 '99 4:39 PM


THIS RELEASE OF FIRST MORTGAGE is made and entered into as of December 14, 1999, by and between The Burlington Northern and Santa Fe Railway Company, a Delaware corporation (the "*Company*"), TRAVERSE Verwaltungsgesellschaft mbH & Co. Vermietungs KG, a German limited liability partnership (the "*Mortgagor*") and First Security Bank, National Association, a national banking association, as security trustee (the "*Security Trustee*"). The Security Trustee for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby terminates, releases and discharges its security interest in and to the following locomotives:

<u>Number of</u> <u>Units</u>	<u>Description</u>	<u>Road Numbers</u>
18	General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	BNSF 8833 through BNSF 8850, inclusive

Such security interest was recorded by a Memorandum of First Mortgage (BNSF 1999 A-3) which was entered into by and between the Mortgagor, The Burlington Northern and Santa Fe Railway Company, and the Security Trustee which was duly recorded with the Surface Transportation Board on June 25, 1999 at 10:45 a.m. under Recordation Number 22208-A.

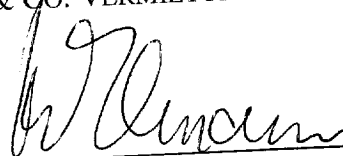
\* \* \*

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

By:   
Name: **Brett R. King**  
Title: **Vice President**

Executed on this 7<sup>th</sup> day of December, 1999.

TRAVERSE VERWALTUNGSGESELLSCHAFT  
MBH & CO. VERMIETUNGS KG

By:   
Name: **Andreas Ahlmann**  
Title: **Attorney In Fact**

Executed on this 12<sup>th</sup> day of December, 1999.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By: \_\_\_\_\_  
Name: **L. Steven Vollmer**  
Title: **General Director - Finance**

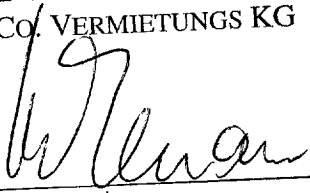
Executed on this \_\_\_\_\_ day of December, 1999.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

By: \_\_\_\_\_  
Name:  
Title:

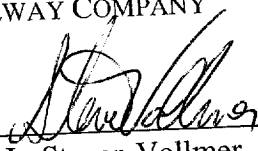
Executed on this \_\_\_\_\_ day of December, 1999.

TRAVERSE VERWALTUNGSGESELLSCHAFT  
MBH & CO. VERMIETUNGS KG

By:  \_\_\_\_\_  
Name: Andrew Ahlmann  
Title: Attorney-in Fact

Executed on this 12<sup>th</sup> day of December, 1999.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By:  \_\_\_\_\_  
Name: L. Steven Vollmer  
Title: General Director - Finance

Executed on this 7<sup>th</sup> day of December, 1999.

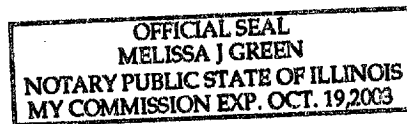
ILLINOIS )  
 )  
COOK ) SS

On this, the 12<sup>th</sup> day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared Andreas Adam, who being by me duly sworn, says that (s)he is the Attorney in fact of TRAVERSE VERWALTUNGSGESELLSCHAFT MBH & CO. VERMIETUNGS KG, that said instrument was signed on December 12, 1999 on behalf of said limited liability partnership by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Melissa J. Green  
NOTARY PUBLIC

(Notarial Seal)



My Commission expires:

10-19-03

STATE OF Utah )  
 ) SS  
COUNTY OF Salt Lake )

On this, the 7<sup>th</sup> day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on December 7, 1999 on behalf of said banking association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said banking association.

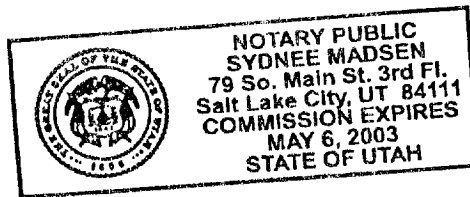
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Sydnee Madsen  
NOTARY PUBLIC

(Notarial Seal)

My Commission expires:

\_\_\_\_\_



STATE OF TEXAS )  
 )  
COUNTY OF TARRANT ) SS

On this, the 7<sup>TH</sup> day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director - Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on December 7, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Peggy Tuomey  
NOTARY PUBLIC

(Notarial Seal)

My Commission expires:

10/20/2001

